

URAVI T AND WEDGE LAMPS LIMITED

ANNUAL REPORT 2018-19

URAVI T AND WEDGE LAMPS LIMITED



**(Uravi T & Wedge Lamps Private Limited)
Annual Report 2018 - 2019**



www.uravilamps.com

Annual Report 2018–2019

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CORPORATE INFORMATION

Board of Directors

1. Mr. Niraj Damji Gada (DIN: 00515932) - Managing Director & CFO
2. Mr. Kaushik Damji Gada (DIN: 00515876) - Whole-time Director & CEO
3. Mr. Brijesh Aggarwal (DIN: 00511293) - Non-executive Director
4. Mr. Anant Aggarwal (DIN: 07641854) - Non-executive Director
5. Mr. Vidyut Jayantilal Shah (DIN: 02578165) - Independent Director
6. Ms. Darshita Chintan Gandhi (DIN: 08036041) - Independent Director

Company Secretary:

Ms. Aditi Kamalakar

Registered Office:

Shop No. 329 Avior, Nirmal Galaxy, L.B.S
Marg Mulund West, Mumbai,
Maharashtra, India 400080

Factory Office:

Q-6, Rajlaxmi Techno Park, Sonale Village,
NH3, Nasik Bhiwandi Bypass, Bhiwandi,
Thane, Maharashtra India 421 302.

Registrar and Transfer Agents:

M/s. Bigshare Services Pvt. Ltd,
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (E), Mumbai-400059

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 15TH ANNUAL GENERAL MEETING OF URAVI T AND WEDGE LAMPS LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 27, 2019 AT 12:00 NOON AT AMANTRAN FINE DINE, J.N. ROAD OPP. MEHUL CINEMA, MULUND (WEST) MUMBAI – 400080, TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Audited financial statements of the Company for the Financial Year ended 31st March 2019, together with the Board's Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Brijesh Aggarwal (DIN - 00511293) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions if any of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Harsh Dedhia, Chartered Accountants (Membership No.141494), as the Statutory Auditors of the Company to hold the office for a period of five consecutive years commencing from conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the year 2024 at such remuneration and out of pocket expenses as may be mutually decided between Board of Directors of the Company and Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms to Registrar of Companies and submitting necessary intimation with Stock Exchange."

Special Businesses:

4. To re-appoint and approve the remuneration of Mr. Niraj Damji Gada as Managing Director of the Company for a period of three years and in this regard, to pass, the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification and re-enactment

thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to re-appoint Mr. Niraj Damji Gada, having DIN: 00515932 as the Managing Director of the Company for a period of three years commencing from July 26, 2020 to July 25, 2023 and on maximum remuneration of Rs. 84,00,000/- (Rupees Eighty Four Lakhs) (inclusive of salary, perquisites, benefits and allowances) and on such terms and conditions as may be agreed to between the Board of Directors and Mr. Niraj Damji Gada with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby severally authorized to sign and certify all relevant e-forms, documents, in respect of aforesaid appointment with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

5. To re-appoint and approve remuneration of Mr. Kaushik Gada, Whole Time Director of the Company, for a period of three years, and to pass the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification and re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to re-appoint Mr. Kaushik Gada, having DIN: 00515876 as the Whole Director of the Company for a period of three years commencing from July 26, 2020 to July 25, 2023 and on maximum remuneration of Rs. 84,00,000/- (Rupees Eighty Four Lakhs) (inclusive of salary, perquisites, benefits and allowances) and on such terms and conditions as may be agreed to between the Board of Directors and Mr. Kaushik Gada with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby severally authorized to sign and certify and all relevant e-forms, documents, in respect of aforesaid appointment with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

6. To approve the related party transactions held between M/s. Viney Corporation Limited and in this regard to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), the consent, of the members of the Company be and is hereby accorded to enter into any contract or arrangements with M/s. Viney Corporation Limited (related party) as defined under the Act with respect to sale, purchase or supply of

any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or reimbursement of any transaction or any other transaction of whatever nature with related party.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient and any Director of the Company be and is hereby authorized to do such acts, matters, deeds and things as may be necessary and incidental to give effect to this resolution including filing of relevant e-Form(s) with the Registrar of Companies, Maharashtra at Mumbai under the Ministry of Corporate Affairs.”

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do such acts, matters, deeds and things as may be necessary and incidental to give effect to this resolution including filing of relevant e-Form(s) with the Registrar of Companies, Maharashtra at Mumbai under the Ministry of Corporate Affairs.

7. To Authorize the Board to sell, lease or otherwise dispose off the undertaking of the Company pursuant to Section 180 (1) (a) under Companies Act, 2013 and in this regard to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the resolutions passed by the Shareholders of the Company and pursuant to Section 180 (1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable assets and properties of the Company, wherever situated, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities up to a sum not exceeding Rs.50,00,00,000/- (Rupees Fifty Crores only).”

“**RESOLVED FURTHER THAT** the Board of Directors or such Committee or person/(s) as may be authorized by the Board be and is hereby authorized to finalize the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and / or movable properties of the Company on such terms and conditions and at such time(s) /tranch(es) as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution.

8. To authorize the Board to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business and in this regard to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 180 (1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to borrow from time to time, for the purpose of the Company's business, such sum or sums of money, as the Board of Directors in their absolute discretion think fit, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company and remaining outstanding shall be in excess of the aggregate of the paid-up share capital and free reserves, but shall not exceed Rs.50,00,00,000/- (Rupees Fifty Crores only)."

9. To approve the limits for the Loans, Investment and guarantees by the Company in terms of the provisions of Section 186 of the Companies Act, 2013 and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time (including any amendment thereto or re-enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded to

- (a) give any loan to any body corporate(s) / person (s);
- (b) give any guarantee or provide security in connection with a loan to any body corporate(s)/ person (s); and
- (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time;

in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company think fit, for an amount not exceeding Rs.50,00,00,000 crore (Indian Rupees Fifty Crore Only).

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized from time to time be and is hereby empowered and authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

For **URAVI T AND WEDGE LAMPS LIMITED**

Sd/-

NIRAJ GADA

MANAGING DIRECTOR AND CFO

DIN: 00515932

Address: 1505/1605, Shobha Suman, M.M. Malaviya Road, Opp. Telephone Exchange, Mulund - West Mumbai 400080

Date: August 26, 2019

Place: Mumbai

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE THEREAT INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED, SIGNED AND STAMPED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF A MEMBER OR MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law, blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled will be considered as invalid. If the Company receives multiple proxies for the same holding of a member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid
3. The proxy-holder shall prove his identity at the time of attending the meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (Both Days Inclusive).
6. Members holding shares in physical form are requested to notify immediately change of address, transfer, demat request, E-mail id, if any, to the Registrars and Transfer Agents of the Company quoting their Folio Number and those holding shares in Demat mode are requested to notify any change in address, Bank Details, E-mail id to their respective depository participants and make sure that such changes are recorded by them.
7. Members/proxies are requested to bring their copies of Annual Report and duly filled admission/attendance slips enclosed herewith along with the copies of annual report at the meeting and produce the same at the entrance of the venue where the Annual General Meeting is being held.
8. Corporate Members are requested to send a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
9. Members desirous of getting any information about the accounts and operations of the Company are requested to send their query to the Registered Office well in advance so that the same may reach the office at least seven days before the date of the meeting to enable the management to keep the information required readily available at the meeting.
10. Members who hold shares in electronic form are requested to write their DP ID and client ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
11. The detail of Directors seeking appointment / re-appointment at this Annual General Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 is annexed hereto.
12. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during normal business hours on all days except Saturday, Sunday and Public holidays, up to the date of the Annual General Meeting.
13. For the security and safety of the shareholders, no article/baggage including water bottles and tiffin boxes will be allowed at the venue of the meeting. The members / attendees are strictly requested not to bring any article / baggage, etc. at the venue of the meeting.
14. The Annual Report of your Company for the Financial Year 2018-19 is displayed on the website of the Company i.e. <https://www.uravilamps.com/annual-report.html>

15. Members are requested to register / update their E-mail address with the Company so as to receive Annual Report and other communication electronically.
16. The notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those members whose email-addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email-address, physical copies are being sent by the permitted mode.
17. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories.
18. The business set out in the notice will be transacted through remote e-voting system and the instructions and other information relating to remote e-voting provided by National Depository Services Limited are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the registered office address of the Company.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014 Company is pleased to provide the members to exercise their right to vote at 15th Annual General Meeting of the Company by electronic means through E-voting facility provided by National Depository Services Limited.

E-VOTING:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the 15th Annual general Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM, ("remote e-voting) will be provided by National Services Depository Limited (NSDL).

- I. The facility for voting through the ballot paper shall be made available at the AGM premises and only the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their at the meeting through ballot paper.
- II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The instruction for remote e-voting are as under:

- i. The remote e-voting period commences on September 23, 2019 at 09:00 A.M. and ends on September 26, 2019 at 5:00 P.M. During this period shareholders' of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date September 20, 2019 may cast their vote by remote e-voting. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

- Step1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
- Step2 :Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares Your User ID is: i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is

	12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then,click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kumudiniparanjape@mmjc.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in.
- IV. M/s. MMJC & Associates LLP, Practising Company Secretary (Membership No. FCS 6667) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. The Scrutiniser shall within a period not exceeding 3 working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
- V. The results will be declared on or after the AGM of the Company. The results declared along with the Scrutiniser's Report will be placed on the website of the Company <https://www.uravilamps.com> and on the website of NSDL within two days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Ltd.
- VI. **Particulars of Directors seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards-2 prescribed for General Meetings:**

Names of Directors	Mr. Brijesh Aggarwal	Mr. Kaushik Gada	Mr Niraj Gada
Type	Director	Whole Time Director	Managing Director
Date of Birth	27/11/1975	14/03/1973	11/02/1969
Age	43	46	50
Qualification	Commerce Graduate	B.Com	Under Graduate
No. of Equity Shares held	4,24,990	42,240	9,27,690
Expertise in Specific Functional area	Extensive experience in the auto component industry.	Management of QA / QC department, material management	Expertise in strategy formulation, finance, material procurement, administration and marketing
Brief resume of the Director	He is a Commerce graduate from the Delhi University. He has over two decade of extensive experience in the auto component industry.	He completed his Bachelor of Commerce in the year 1993 from the Mumbai University. Mr. Kaushik Gada is one of the founding Promoter and Director of the Company. Over the years,	He is the founding promoter and director of Our Company. Having been in the industry for over 2 decades; he has acquired the requisite experience,

		he has garnered technical expertise for the products manufactured and the machinery used by the Company. He is tasked with the management of QA / QC department, material management and the entire functioning of the Kathua unit in Jammu and Kashmir.	skill and networking to smoothly conduct the business of Our Company. Over the years he has gained expertise in strategy formulation, finance, material procurement, administration and marketing. As the Chairman, Managing Director and Chief Financial Officer of the Company he is responsible for the complete commercials, overall management, growth and financing of our Company
Terms and Conditions	As may be decided by the Board	As may be decided by the Board	As may be decided by the Board
Date of first appointment	11/12/2006	19/04/2004	19/04/2004
Directorships held in other Companies	4	-	-
Particulars of Committee Chairmanship / Membership held in other Companies (including this company)	-	-	-
Relationship with other Directors inter-se	• Anant Agarwal – Brother	• Niraj Gada– Brother	• Kaushik Gada–Brother
Names of listed entities in which the person also holds the directorship	-	-	-
Membership of Committees of the board	• Nomination and Committee • Stakeholder	• Stakeholder Relationship Committee	• Stakeholder Relationship Committee • Audit Committee

	Relationship Committee		
No. of board meetings attended during the Financial year 2018-19	1	4	4
Remuneration Sought to be paid	Nil	Max: 84,00,000/-	Max: 84,00,000/-
Remuneration last paid	Nil	25,80,000/-	47,91,840/-

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned under Item No. 03 and Item No. 04 of the accompanying Notice

dated August 26, 2019:

Item No. 3

At the 14th Annual General Meeting held on September 28, 2018, the Members approved appointment of M/s. P. V. Dalal & Co. Chartered Accountants (Firm registration No : 102049W) to hold the office from the conclusion of 14th Annual General Meeting till the conclusion of the 19th Annual General Meeting to be held for the financial year 2023. However M/s. P. V. Dalal & Co., Chartered Accountants (Firm registration No: 114260W) has tendered their resignation which will be effective in this Annual General Meeting.

On the recommendation of Audit Committee, the Board of Directors of the Company in its meeting held on August 26, 2019 recommended the appointment of Mr. Harsh Dedhia, Chartered Accountant (Membership No: 141494) as Statutory Auditor of the Company for the period of 5 consecutive years from the conclusion of ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2024 subject to the approval of shareholders in this Annual General Meeting.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice.

In accordance with provisions of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 following are the brief details pertaining to appointment of Mr. Harsh Dedhia as Statutory Auditor:

<u>Sr. No</u>	<u>Particulars</u>	<u>Details</u>
1.	Name of the Auditor	Mr. Harsh Dedhia
2.	Terms and Conditions of Appointment	As per Appointment Letter
3.	Proposed Fees to be payable	Rs. 125,000 to Rs. 500,000 P.A
4.	Rationale for change in Remuneration	New Auditor has been appointed for a period of 5 years therefore considering this tenure of appointment, his remuneration has been revised
5.	Address	22/ 24, Kazi Syed Street, Masjid Bunder, Mumbai 400009
6.	Membership No	141494
7.	Contact details	Mr. Harsh Dedhia – 098200-36868
8.	Whether any regulatory action has been faced	No

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution.

Item No. 4

To re-appoint and approve the remuneration of Mr. Niraj Damji Gada as Managing Director of the Company for a period of three years

The Board of Directors on the recommendation of the Nomination and Remuneration Committee (NRC), has appointed Mr. Niraj Damji Gada as a Managing Director of the Company for a period of three (3) years. Further NRC has recommended the maximum remuneration of Rs. 84,00,000/- (Rupees Eighty Four Lakhs only) as per limits specified under schedule V of the Companies Act, 2013, payable for financial year in which inadequate profit is earned or where there are no profits subject to the approval of the shareholders in their General Meeting and Schedule V to the Companies Act, 2013 is given hereunder and Annexure to this Notice.

Except Mr. Niraj Gada and his Brother Mr. Kaushik Gada and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Resolution at Item No. 4 of the Notice.

Item No.5

To re-appoint and approve remuneration of Mr. Kaushik Gada, Whole Time Director of the Company, for a period of three years

The Board of Directors on the recommendation of the Nomination and Remuneration Committee (NRC), has appointed Mr. Kaushik Damji Gada as a Whole Time Director of the Company for a period of three (3) years. Further NRC has recommended the maximum remuneration of Rs. 84,00,000/- (Rupees Eighty Four Lacs only) as per limits specified under schedule V of the Companies Act, 2013, payable for financial year in which inadequate profit is earned or where there are no profits subject to the approval of the shareholders in their General Meeting and Schedule V to the Companies Act, 2013 is given hereunder and Annexure to this Notice.

Except Mr. Kaushik Gada and his Brother Mr. Niraj Gada and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Resolution at Item No. 5 of the Notice.

Item No. 6

To approve the related party transactions held between M/s. Viney Corporation Limited

M/s. Viney Corporation Limited is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013. In terms of the provisions of Section 188 of the Companies Act, 2013, the contracts/ arrangements/transactions relating to sale, purchase, transfer or receipt of products, goods, materials, assets or services with M/s Viney Corporation Limited are material in nature as these transactions are likely to exceed ten percent of the turnover of the Company. Therefore, in terms of section 188 and other applicable regulations of the Companies Act, 2013 the material Contracts/ Arrangements/ Transactions with M/s Viney Corporation Limited require the approval of the Members of the Company by way of passing an Ordinary Resolution. The particulars of the Material Related Party

Contracts/ Arrangements/ Transactions are as under:

Name of the related party: M/s. Viney Corporation Limited.

Name of the director or Key managerial personnel who is related and relationship: Mr. Brijesh Aggarwal

Material Terms of the Contracts/ Arrangements/Transactions: Sale, purchase, transfer or receipt of products, goods, materials, assets or services on arm's length basis

Monetary Value: The value of transactions at any point of time shall not exceed Rs. 50 crores.

Other information: M/s. Viney Corporation Limited is a vendor and all prices are agreed based on market competitiveness. The material contracts/arrangements/transactions with M/s. Viney Corporation Limited have been approved by the Audit Committee and Board of Directors for recommending the same to the Members of the Company for their approval.

The members are requested to approve item No. 6 by way of passing a Special Resolution.

Except Mr. Brijesh Aggarwal and his Brother Mr. Anant Aggarwal and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Resolution at Item No. 5 of the Notice.

Item No. 7 & 8

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Your consent is therefore sought, to authorize the Board to borrow up to Rs. 50,00,00,000/- (Rupees Fifty Crores only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) as outstanding, at any time as set out in the resolution.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The members are requested to approve item No. 7 and 8 by way of passing a Special Resolution.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution.

Item No. 9:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special for an amount not exceeding Rs. 50,00,00,000 crores (Indian Rupees Fifty Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The members are requested to approve item No. 9 by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

DIRECTORS' REPORT

To
The Members
Uravi T and Wedge Lamps Private Limited

Your Directors have pleasure in presenting the Fifteenth Annual Report of the Company together with the Audited Statement of Accounts for the year ended March 31, 2019.

1. FINANCIAL STATEMENTS & RESULTS:**a. Financial Results:**

The Company's performance during the year ended March 31, 2019 as compared to the previous financial year is summarized below:

In Lakhs

Particulars	For the financial year ended March 31, 2019	For the financial year ended March 31, 2018
Income	3548.67	3410.58
Less: Expenses	(3143.82)	(3056.89)
Profit/ (Loss) before tax	404.85	353.68
Less: Provision for tax	(177.52)	(78.18)
Income Tax of earlier years w/off	-	-
Exception Income	-	-
Exception expenditure	-	-
Profit after Tax	287.33	275.50

b. OPERATIONS:

The Company continues to be engaged in the activities pertaining to manufacturing of wedge and capless types of lamps.

The Company achieved turnover of Rs. 3548.67/- Lacs during the year as compared to Rs. 3410.58/- Lacs in the previous financial year. The Company Earned Profit After Tax of Rs. 287.33/- Lacs during the financial year as compared to Rs. 275.50/- Lacs of previous financial year.

There was no change in nature of the business of the Company, during the year under review.

c. DIVIDEND:

With a view to conserve resources, your Directors have thought it prudent not to recommend any dividend for the financial year under review.

d. TRANSFER TO RESERVES:

The Company has not transferred any amount to General Reserve.

e. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

During the year under review, your Company did not have any subsidiary, associate and joint venture company.

f. DEPOSITS:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

g. LOANS FROM DIRECTORS:

During the financial year 2018-19, as per Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014, the Company has borrowed the following amount(s) from Directors and their relatives and they have given a declaration in writing to the Company to the effect that the amount is not being given out of funds acquired by him by borrowing or accepting loans or deposits from others.

Sr. No.	Name of Person	Relation with Company	Outstanding amount
1.	Niraj D Gada	Director	10,09,656.66
2.	Kaushik Gada	Director	3,47,966.00
3.	Brijesh Aggarwal	Director	3,25,90,200.00
4.	Anant Agarwal	Director	73,59,713.00

h. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

The details of transactions/contracts/arrangements referred to in Section 188(1) of Companies Act, 2013 entered by the Company with related party (ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review, are furnished in Form AOC-2 and is attached as **Annexure I** and forms part of this Report.

i. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure II** which forms part of this Report.

j. EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2019 made under the provisions of Section 92(3) of the Act is attached as **Annexure III** which forms part of this Report.

k. PARTICULARS OF INVESTMENTS, LOANS, GUARANTEES AND SECURITIES:

Full particulars of investments, loans, guarantees and securities covered under Section 186 of the Companies Act 2013 provided during the financial year under review has been furnished in Note 11 of the Notes to Accounts which forms part of the financials of the Company.

l. DISCLOSURES UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013:

No material changes have occurred between the end of the financial year of the Company and the date of this report.

m. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS :

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:**a) BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:****i. Appointment:**

No appointment during the financial Year 2018-19.

ii. Retirement by rotation

In accordance with the provisions of the Act, none of the Independent Directors is liable to retire by rotation.

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Brijesh Aggarwal is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Your Directors have recommended his approval.

b) DECLARATIONS BY INDEPENDENT DIRECTORS:

The Company has received declarations form all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES:**a. BOARD MEETINGS:**

The Board of Directors met 4 times during the financial year ended 31st March, 2019 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

S.No.	Date of Board Meeting
1	10 th May 2018
2	30 th August 2018
3	12 th November 2018
4	28 th February 2019

The Company has complied with the applicable Secretarial Standards in respect of all the above Board meetings.

b. AUDIT COMMITTEE:**• PREAMBLE:**

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 ("the Act"). The Composition of the Audit Committee is in conformity with the provisions of the said section.

COMPOSITION OF AUDIT COMMITTEE:

Audit Committee consists of following members:

1. Mr. Vidyut Shah, Chairman and Independent Director,
2. Ms. Darshita Gandhi, Independent Director and
3. Mr. Niraj Gada, Managing Director and Chief Financial Officer

The scope and terms of reference of the Audit Committee have been amended in accordance with the Act.

The members of the Committee met 4 times during the financial year ended 31st March, 2019 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder

S.No.	Date of Audit Committee Meeting
1	10 th May 2018
2	30 th August 2018
3	12 th November 2018
4	28 th February 2019

c. NOMINATION AND REMUNERATION COMMITTEE:**• PREAMBLE:**

The Nomination and Remuneration Committee of Directors as constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act.

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

• TERMS OF REFERENCE OF NOMINATION & REMUNERATION COMMITTEE:

The scope and terms of reference of the Nomination & Remuneration Committee have been framed in accordance with the Act.

• COMPOSITION OF NOMINATION & REMUNERATION COMMITTEE:

Nomination & Remuneration Committee consists of following members:

1. Ms. Darshita Gandhi, Chairman, and Non-Executive Independent Director
2. Mr. Vidyut Shah, Non-Executive Independent Director.
3. Mr. Brijesh Aggarwal Non-Executive Non-Independent Director Director.

The members of the Committee met once during the financial year ended 31st March, 2019 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder

S.No.	Date of Nomination and Remuneration Committee Meeting
1	10 th May 2018

d. Stakeholder's Relationship Committee:

Pursuant to Section 178 (5) of the Companies Act, 2013, the Board of Directors of the Company has constituted the Stakeholder's Relationship Committee.

The composition of the committee is as under:

1. Mr. Brijesh Aggarwal, chairman and Non-Executive Non-Independent Director
2. Mr. Kaushik Gada, Whole Time Director
3. Mr. Niraj Gada, Managing Director

e. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

The Board of Directors of the Company has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

f. RISK MANAGEMENT:

The Board of Directors of the Company has designed system to mitigate Risk and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and has defined a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

g. ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD

The requirement of annual performance evaluation was not applicable to the Company for majority part of the financial year. However, the Board has adopted a formal evaluation mechanism for evaluating its performance and as well as that of its Committees and individual directors, including the Chairman of the Board going forward.

- h. A separate report on Management Discussion & Analysis is appended to this Annual Report as an **Annexure IV** and forms part of this Directors' Report.

4. AUDITORS AND REPORTS:

The matters related to Auditors and their Reports are as under:

a. OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2019:

The observations / qualifications / disclaimers made by the Statutory Auditors in their report for the financial year ended 31st March, 2019 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

b. SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31ST MARCH 2019:

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Practicing Company Secretary, M/s MMJC & Associates LLP, Company Secretaries has been appointed to issue Secretarial Audit Report annexed as **Annexure V** for the financial year 2018-19.

Secretarial Audit Report issued by M/s MMJC & Associates LLP, Practicing Company Secretaries in Form MR-3 for the financial year 2018-19 forms part to this report. The said report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

c. APPOINTMENT OF AUDITORS:

At the 14th Annual General Meeting, the Members approved appointment of M/s. P.V. Dalal & Co., Chartered Accountants (Firm registration No: 114260W) to hold office from the conclusion of the 14th Annual General Meeting till the conclusion of the 19th Annual General Meeting to be held in the financial year 2023. However M/s. P.V. Dalal & Co., Chartered Accountants has tendered their resignation which will be effective from this Annual General Members. Hence the Board of Directors recommends the members for appointment of Mr. Harsh Dedhia, Chartered Accountant (Membership No: 141494) as Statutory Auditor of the Company for the period of consecutive 5 years from the conclusion of ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2024.

Necessary Resolution for appointment of said Statutory Auditors of the Company is included in the notice of AGM for seeking approval of members.

Further, there are no observations / qualifications / disclaimers made by the M/s. P. V. Dalal & Co., Chartered Accountants (Firm registration No: 114260W) in their report for the Financial Year ended March 31, 2019.

d. COST RECORDS:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is not required to maintain Cost Records under said Rules.

e. REPORTING OF FRAUDS BY STATUTORY AUDITORS UNDER SECTION 143(12):

There were no incidences of reporting of frauds by Statutory Auditors of the Company under Section 143(12) of the Act read with Companies (Accounts) Rules, 2014.

5. OTHER DISCLOSURES

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

b. DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2019, the Board of Directors hereby confirms that:

- i. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit/loss of the Company for that year;
- iii. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts of the Company have been prepared on a going concern basis;
- v. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

c. DISCLOSURE REGARDING INTERNAL COMPLAINTS COMMITTEE:

The Company has not yet constituted the Internal Complaints Committee as mentioned under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company shall take the requisite steps in this regard during the current financial year 2018-19.

d. DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

e. DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

f. DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013:

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

g. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

h. DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

The disclosures as per Rule 5 of Companies (Appointment & Remuneration) Rules, 2014 have been marked as **Annexure VI**

6. ACKNOWLEDGEMENTS AND APPRECIATION:

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

For and on behalf of the Board

Uravi T and Wedge Lamps Private Limited

Sd/-

Mr. Niraj Damji Gada
Managing Director

DIN: 00515932

Address: 1505/1605, Shobha Suman, M.M. Malaviya Road, Opp. Telephone Exchange, Mulund – West, Mumbai- 400080

Sd/-

Mr. Kaushik Damji Gada
Director

DIN: 00515876

Address: B - 705, Kalinga, Nirmal Nagar, Goregaon - Link Road, Mulund - West, Mumbai 400080

Date: August 26, 2019

Place: Mumbai

ANNEXURE I**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

Particulars	Particulars	Particulars
(a) Name(s) of the related party and nature of relationship	-	-
(b) Nature of contracts/ arrangements/ transactions	-	-
(c) Duration of the contracts / arrangements/transactions	-	-
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	-	-
(e) Justification for entering into such contracts or arrangements or transactions	-	-
(f) Date(s) of approval by the Board	-	-
(g) Amount paid as advances, if any	-	-
(h) Date on which the resolution was passed in general meeting as required under first proviso to section 188	-	-

2. Details of material contracts or arrangement or transactions at arm's length basis:

Particulars	Particulars
(a) Name(s) of the related party and nature of relationship	Viney Corporation Limited Directors and their relatives are having significant influence
(b) Nature of contracts/ arrangements/ transactions	Purchases of Raw Materials and Sale of finished products
(c) Duration of the contracts / arrangements/transactions	Continuous
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	Rs. 5,88,99,837
(e) Date(s) of approval by the Board, if any	NA
(f) Amount paid as advances, if any	NA

For and on behalf of the Board

Uravi T and Wedge Lamps Private Limited

Sd/-

Mr. Niraj Damji Gada
Managing Director

DIN: 00515932

Address: 1505/1605, Shobha Suman, M.M. Malaviya Road, Opp. Telephone Exchange, Mulund – West, Mumbai- 400080

Sd/-

Mr. Kaushik Damji Gada
Director

DIN: 00515876

Address: B - 705, Kalinga, Nirmal Nagar, Goregaon - Link Road, Mulund - West, Mumbai 400080

Date: August 26, 2019

Place: Mumbai

ANNEXURE II

Disclosure pursuant to Section 134(3)(M) of the Companies Act 2013 read with Rule 8 of the Companies (Accounts), Rules 2014

(A) Conservation of energy:

Steps taken or impact on conservation of energy	Various steps have been taken by the Company to reduce consumption of electrical energy better products planning.
Steps taken by the company for utilizing alternate sources of energy	
Capital investment on energy conservation equipment's	

(B) Technology absorption:

Efforts made towards technology absorption	The Company adopted suitable policies for conservation of energy and technology absorption.
Benefits derived like product improvement, cost reduction, product development or import substitution	
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
Details of technology imported	Nil
Year of import	Not Applicable
Whether the technology has been fully absorbed	Not Applicable
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
Expenditure incurred on Research and Development	Nil

(C) Foreign exchange earnings and Outgo:

	1st April, 2018 to 31st March, 2019 [Current F.Y.]	1st April, 2017 to 31st March, 2018 [Previous F.Y.]
	Amount in Rs.	Amount in Rs.
Actual Foreign Exchange earnings	-	-
Actual Foreign Exchange outgo	13,90,30,528	9,34,71,853

For and on behalf of the Board

Uravi T and Wedge Lamps Private Limited

Sd/-

Mr. Niraj Damji Gada

Managing Director

DIN: 00515932

Address: 1505/1605, Shobha Suman, M.M. Malaviya Road, Opp. Telephone Exchange, Mulund – West, Mumbai- 400080

Sd/-

Mr. Kaushik Damji Gada

Director

DIN: 00515876

Address: B - 705, Kalinga, Nirmal Nagar, Goregaon - Link Road, Mulund - West, Mumbai 400080

Date: August 26, 2019

Place: Mumbai

ANNEXURE III

Form No. MGT-9

EXTRACT OF ANNUAL RETURNAs on financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	U31500MH2004PLC145760
Registration Date	:	19/04/2004
Name of the Company	:	Uravi T And Wedge Lamps Limited
Category / Sub-Category of the Company	:	Company Limited by shares Indian Non-Government Company
Address of the Registered office and contact details	:	Shop No. 329, Avior, Nirmal Galaxy, L.B.S. Marg, Mulund West Mumbai 400080, Maharashtra, India
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	M/s. Bigshare Services Pvt. Ltd, 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacturing of Lamps and Electrical Components	274	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	CIN / GLN	Holding subsidiary / associate	% of shares held	Applicable section
1	-	-	-	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year :01/04/2018				No. of Shares held at the end of the year: :31/03/2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	13,94,920	-	13,94,920	25.36	13,94,920	-	13,94,920	25.36	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	26,05,080	-	26,05,080	47.37	26,05,080	-	26,05,080	47.37	
Sub-total(A)(1):	40,00,000		40,00,000	72.73	40,00,000		40,00,000	72.73	
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	40,00,000	-	40,00,000	72.73	40,00,000	-	40,00,000	72.73	
B. Public Shareholding									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	1,18,800	0	1,18,800	2.16	2,85,600	0	2,85,600	5.19	3.03
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									

i)Individual shareholders holding nominal share capital upto Rs. 2 lakh	8,64,000	0	864000	15.71	3,20,400	0	3,20,400	5.83	(9.88)
ii)Individual shareholders holding nominal share capital in excess of Rs 2 lakh	4,29,600	0	4,29,600	7.81	6,74,400	0	6,74,400	12.26	4.45
c) Others	87,600	-	87,600	1.59	2,19,600	-	2,19,600	3.99	2.40
Sub-total(B)(2):	15,00,000	0	15,00,000	27.27	15,00,000	0	15,00,000	27.27	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	15,00,000	0	15,00,000	27.27	15,00,000	0	15,00,000	27.27	-
C.Shares held by Custodian for GDRs & ADRs	-	-	-	-				-	-
Grand Total (A+B+C)	55,00,000	0	55,00,000	100.00	55,00,000	0	55,00,000	100.00	0.00

ii. SHAREHOLDING OF PROMOTERS:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding During the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Priyanka Aggarwal	10	0.0002	0	10	0.0002	0	0.00
2.	Damji Manek Gada HUF	20,010	0.3638	0	20,010	0.3638	0	0.00
3.	Kaushik Damji Gada	42,240	0.7680	0	42,240	0.7680	0	0.00
4	Ved Parkash HUF	55,000	1.0000	0	55,000	1.0000	0	0.00
5	Brijesh Agarwal	55,460	1.0084	0	55,460	1.0084	0	0.00
6	Gada Niraj Damji Huf .	60,010	1.0911	0	60,010	1.0911	0	0.00
7	Kaushik Damji Gada HUF .	70,010	1.2729	0	70,010	1.2729	0	0.00
8	Anil Parkash	78,540	1.4280	0	78,540	1.4280	0	0.00
9	Harsha Kaushik Gada	1,30,010	2.3638	0	1,30,010	2.3638	0	0.00
10	Viney Prakash	1,36,000	2.4727	0	1,36,000	2.4727		0.00
11	Dina Damji Gada	1,70,010	3.0911	0	1,70,010	3.0911	0	0.00
12	Rachana Niraj Gada	2,20,010	4.0002	0	2,20,010	4.0002	0	0.00
13	Damji Manek Gada	3,60,010	6.5456	0	3,60,010	6.5456	0	0.00
14	Brijesh Aggarwal	4,24,990	7.7271	0	4,24,990	7.7271	0	0.00
15	Rakesh Kumar Aggarwal	4,25,000	7.7273	0	4,25,000	7.7273	0	0.00

16	Viney Parkash	8,25,000	15.0000	0	8,25,000	15.0000	0	0.00
17	Niraj Damji Gada	9,27,690	16.8671	0	9,27,690	16.8671	0	0.00

iii. **CHANGE IN PROMOTERS' SHAREHOLDING:** During the year under review there is no change in promoter shareholding

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	NIL			
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)				
	At the End of the year				

iv. **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1. OVERSKUD MULTI ASSET MANAGEMENT PRIVATE LIMITED					
	At the beginning of the year	0	0.00	0	0.00
	Change during the Year				
	06/04/2018	0	0.00	81600	1.48
	13/04/2018	(1200)	(0.02)	80400	1.46
	20/04/2018	49200	0.89	129600	2.36
	04/05/2018	18000	0.33	147600	2.68
	18/05/2018	(24000)	(0.44)	123600	2.25
	25/05/2018	33600	0.61	157200	2.86
	01/06/2018	1200	0.02	158400	2.88
	08/06/2018	(3600)	(0.07)	154800	2.81
	15/06/2018	51600	0.94	206400	3.75
	22/06/2018	18000	0.33	224400	4.08
	29/06/2018	13200	0.24	237600	4.32
	02/11/2018	(6000)	(0.11)	231600	4.21
	30/11/2018	15600	0.28	247200	4.49
	21/12/2018	26400	0.48	273600	4.97
	15/02/2019	(10800)	(0.20)	262800	4.78
	22/03/2019	(9600)	(0.17)	253200	4.60
	29/03/2019	24000	0.44	277200	5.04
	At the End of the year	277200	5.04	277200	5.04

2. SAJANKUMAR RAMESHWARLAL BAJAJ					
	For each of the Top 10 Shareholders	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	0	0	0	0
	Changes during the year				
	20/04/2018	0	0.00	49200	0.89
	11/05/2018	49200	0.89	98400	1.79
	18/05/2018	19200	0.35	117600	2.14
	06/07/2018	1200	0.02	118800	2.16
	13/07/2018	75600	1.37	194400	3.53
	24/08/2018	(3600)	(0.07)	190800	3.47
	25/01/2019	(18000)	(0.33)	172800	3.14
	22/03/2019	(4800)	(0.09)	168000	3.05
	At the End of the year	168000	3.05	168000	3.05
3. VINOD HARILAL JHAVERI					
	For each of the Top 10 Shareholders	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	0	0	0	0
	Changes during the year	273600	4.97	273600	4.97
	06/04/2018				
	At the End of the year	273600	4.97	273600	4.97
4. ARYAMAN CAPITAL MARKETS LIMITED					
	For each of the Top 10 Shareholders	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	75600	1.37	75600	1.37

Changes during the year					
06/04/2018	14400	0.26	75600	1.37	
13/04/2018	159600	2.90	90000	1.64	
20/04/2018	20400	0.37	249600	4.54	
04/05/2018	(7200)	(0.13)	270000	4.91	
11/05/2018	7200	0.13	262800	4.78	
08/06/2018	3600	0.07	270000	4.91	
15/06/2018	(3600)	(0.07)	273600	4.97	
29/06/2018	1200	0.02	270000	4.91	
06/07/2018	(40800)	(0.74)	271200	4.93	
13/07/2018	(37200)	(0.68)	230400	4.19	
20/07/2018	1200	0.02	193200	3.51	
27/07/2018	(2400)	(0.04)	194400	3.53	
10/08/2018	2400	0.04	192000	3.49	
24/08/2018	4800	0.09	194400	3.53	
31/08/2018	6000	0.11	199200	3.62	
07/09/2018	2400	0.04	205200	3.73	
28/09/2018	1200	0.02	207600	3.77	
02/11/2018	6000	0.11	208800	3.80	
16/11/2018	(4800)	(0.09)	214800	3.91	
23/11/2018	(15600)	(0.28)	210000	3.82	
30/11/2018	1200	0.02	194400	3.53	
07/12/2018	2400	0.04	195600	3.56	
21/12/2018	(26400)	(0.48)	198000	3.60	
18/01/2019	(1200)	(0.02)	171600	3.12	
25/01/2019	19200	0.35	170400	3.10	
22/02/2019	1200	0.02	189600	3.45	
22/03/2019	25200	0.46	190800	3.47	
At the End of the year (or on the date of separation, if separated during the year)	216000	3.93	216000	3.93	
5. ZAVERI AND CO. PVT. LTD.					
For each of the Top 10 Shareholders	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
At the beginning of the year	118800	2.16	118800	2.16	
Changes during the year	-	-	-	-	
At the End of the year (or on the date of separation, if separated during the year)	118800	2.16	118800	2.16	
6. USHA D SHAH					
For each of the Top 10 Shareholders	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
At the beginning of the year	94800	1.72	94800	1.72	
Changes during the year	-	-	-	-	
At the End of the year (or on the date of separation, if separated during the year)	94800	1.72	94800	1.72	

	separation, if separated during the year)				
7. LOHANA SURYAKANT J					
	For each of the Top 10 Shareholders	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	94800	1.72	94800	1.72
	Changes during the year	-	-	-	-
	At the End of the year (or on the date of separation, if separated during the year)	94800	1.72	94800	1.72
8. DEVENDRA VIJAY DARDA					
	For each of the Top 10 Shareholders	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	79200	1.44	79200	1.44
	Changes during the year	-	-	-	-
	At the End of the year (or on the date of separation, if separated during the year)	79200	1.44	79200	1.44
9. USHA DEVI					
	For each of the Top 10 Shareholders	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	0	0	0	0
	Changes during the year	-	-	-	-
	11/05/2018	0	0.00	18000	0.33
	18/05/2018	12000	0.22	30000	0.55
	08/06/2018	18000	0.33	48000	0.87
	At the End of the year (or on the date of separation, if separated during the year)	48000	0.87	48000	0.87
10. JIGNESH AMRITLAL PATEL					
	For each of the Top 10 Shareholders	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	0	0	38400	0.70
	Changes during the year	-	-	-	-
	At the End of the year (or on the date of separation, if separated during the year)	38400	0.70	38400	0.70

v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.		Shareholding at the beginning of the year	Cumulative Shareholding during the year		
1.	Mr. Niraj Damji Gada				
	For each of the Directors and KMP	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	9,27,690	16.8671	9,27,690	16.8671
	Date wise Increase / Decrease in Share	-	-	-	-

	holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
	At the End of the year	9,27,690	16.8671	9,27,690	16.8671
2.	Mr. Kaushik Damji Gada				
	At the beginning of the year	42,240	0.77%	42,240	0.77%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year	42,240	0.77%	42,240	0.77%
3	Mr. Brijesh Aggarwal				
	At the beginning of the year	4,24,990	7.7271	4,24,990	7.7271
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year	424990	7.7271	424990	7.7271

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year			-	
i) Principal Amount	48,62,500.48	4,49,90,768.18	-	49,853,268.7
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4862500.48	44990768.18	-	49853268.7
Change in Indebtedness during the financial year				
• Addition	88,191,175.45	2,90,73,312	-	11,72,64,487
• Reduction	(4,97,89,792.39)	(2,20,10,401.66)	-	(7,18,00,194.10)
Net Change	3,84,01,383.06	70,62,910.34	-	4,54,64,293.4
Indebtedness at the end of the financial year				
i) Principal Amount	4,32,63,883.54	4,78,58,228.52	-	9,11,22,112.1
ii) Interest due but not paid	-	41,95,450	-	41,95,450
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4,32,63,883.54	5,20,53,678.52	-	9,53,17,562.1

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager		
		Niraj Gada (Executive Director)	Kaushik Gada (Executive Director)	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	47,91,480	25,80,000	73,71,480
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	47,91,480	25,80,000	73,71,480
	Ceiling as per the Act	84,00,000	84,00,000	1,68,00,000

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Directors		
		Vidyut Jayantilal Shah	Darshita Chintan Gandhi	Total Amount
	1. Independent Directors			
	Fee for attending board / committee meetings	15000	10000	25000
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	-	-	-
	2. Other Non-Executive Directors			
	Fee for attending board / committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	15000	10000	25000
	Overall Ceiling as per the Act	Max. of Rs. 1,00,000 per meeting		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		Company Secretary	Total
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	180,000	180,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please Specify	-	-
	Total	180,000	180,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board

Uravi T and Wedge Lamps Private Limited

Sd/-

Mr. Niraj Damji Gada**Managing Director****DIN: 00515932****Address:** 1505/1605, Shobha Suman, M.M. Malaviya Road, Opp. Telephone Exchange, Mulund – West, Mumbai- 400080

Sd/-

Mr. Kaushik Damji Gada**Director****DIN: 00515876****Address:** B - 705, Kalinga, Nirmal Nagar, Goregaon - Link Road, Mulund - West, Mumbai 400080**Date:** August 26, 2019**Place:** Mumbai

ANNEXURE-IV
Management Discussion and Analysis Report

INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian Economy grew at approx. 7.27% during the financial year 2018-19 under review, the relevant parameter viz. index of Industrial Production (IIP) continued to show low to moderate figures. Post implementation of GST 2017, the liquidity condition were still stained which posed an adverse impact on the working cycle of the Company.

The investment cycle in the economy was weak for most part of the year with no significant capital additions in the key customers segments that the company deals with. Infrastructure driven projects continued to remain sluggish.

OUTLOOK, OPPORTUNITIES & THREATS

The Company is operating into high growth Industry i.e. Manufacturing of Lamps and Electrical Components. The segment is expected to have high growth in medium to long term perspective. Although there is a constant risk of technology getting obsolete, the Company has already started venturing into LED powered technology in order to keep up with the technological up gradation.

India as a rising world economy has the potential to grow steadfastly backed by fiscal, social and sound investment policies.

The Financial year 2018-19 has been a year for setting down after introduction of landmark reform policies of GST and demonetization. GDP growth is expected to be around 7.5%.

The Company expects FY 2019-20 to be better than FY 2018-19 and continue to focus on key matrix to take the company forward in the Challenging environment.

Your Company has kept pace with the overall market scenario and continues to grow significantly. The Management expects to improve the growth in the years to come, subject to favorable market conditions, and stable economic policies.

FINANCIAL PERFORMANCE AND OPERATIONAL PERFORMANCE

We have got thorough leadership in our focused domains. The Company's revenue from operations was Rs. 33, 97, 91, 336 during year 2018-19. The growth in financial performance can be largely attributed to Company's operational efficiency.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has deployed all relevant technology solutions to manage and monitor internal processes. Further, we have well established and adequate systems for internal control to provide reasonable assurance that all assets are safeguarded. Also, as a measure of checks and balances, all transactions are authorized and reported diligently.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES INCLUDING NUMBER OF PEOPLE EMPLOYED.

Your Company continued to have healthy employee relation in all of its establishments throughout the year.

Need based training and programmes were organized for employees that include functional/ technical skills as also soft skills.

Number of permanent employees: 111

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS:

There has been no significant change in key financial ratios of the Company. The key financial ratios are as follows:

Sr. No.	Particulars	2018-19	2017-18
1.	Debtors Turnover Ratio	3.55	3.48
2.	Inventory Turnover Ratio	4.47	5.20
3.	Interest Coverage Ratio	3.76	3.10
4.	Current Ratio	1.48	1.34
5.	Debt Equity Ratio	0.18	0.07
6.	Operation Profit Ratio	0.16	0.15
7.	Net Profit Ratio	8.16	8.08

DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR:

The return on net worth for the year 2018-19 is 13.54% as compared to the financial year 15.02%. Due to stiff economic conditions there has been fall in the return on net worth. However change is not significantly affecting the Company. However Board is positive about increasing the return on net worth in the year 2019-20.

Disclaimer: The information and opinion expressed in this section of the Annual Report may contain certain forward looking statements, which the Management believes are true to the best of its knowledge, at the time of its preparation. The Company and the Management shall not be held liable for any loss, which may arise, as a result of any action taken on the basis of the information contained herein.

For and on behalf of the Board of Directors

Uravi T and Wedge Lamps Private Limited

Sd/-

Mr. Niraj Damji Gada

Managing Director

DIN: 00515932

Address: 1505/1605, Shobha Suman, M.M. Malaviya Road, Opp. Telephone Exchange, Mulund – West, Mumbai- 400080

Sd/-

Mr. Kaushik Damji Gada

Director

DIN: 00515876

Address: B - 705, Kalinga, Nirmal Nagar, Goregaon - Link Road, Mulund - West, Mumbai 400080

Date: August 26, 2019

Place: Mumbai

ANNEXURE VI

Disclosure under Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Remuneration) Rules, 2014

- I. The percentage increase in remuneration of the executive Directors, Chief Financial Officer and Company Secretary during the financial year 2018-19, the ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year and the comparison of remuneration of each Key Managerial personnel (KMP) against the performance of the Company is as under:

Sr. No.	Name	Designation	Remuneration for F.Y. 2018-19 (in Rs.)	% increase in the remuneration for financial year 2018-19	Ratio of remuneration of Director to median remuneration of employees
1.	Niraj Damji Gada	Whole Time Director	47,91,480	--	271.49
2.	Kaushik Damji Gada	Managing Director	25,80,000	--	146.17
3.	Aditi Amit Kamalakar	Company Secretary	1,80,000	--	10.19

- II. The median remuneration of employees during the financial year was Rs.17,650 (For calculating the median remuneration of employees, only the remuneration paid to employees who have served throughout the financial year 2018-19 has been considered)
- III. There were 90 permanent employees on the rolls of the Company as on 31st March, 2019
- IV. In the financial year there was an increase of 2.63 % in the median remuneration.
- V. Average increase made in the salaries of employees other than the managerial personnel in the financial year 2018-19 was 2.71% and average increase in the managerial remuneration w.r.t the managerial personnel for the financial year 2018-19 was Nil.
- VI. It is hereby affirmed that the remuneration is paid as per the remuneration policy of the company.
- VII. List of top 10 employees in terms of remuneration drawn

Sr. No.	Name of the Employee	Designation	Remuneration	Nature of Employment	Date of commencement of employment	Age of employee	Last employment held by such employee	Qualification	If the employee is a relative of Director or Manger
1.	Preeti Khandelwal	Marketing Executive	1140000	Permanent	01.07.2010	51	N.A	B.Com	NO
2.	Sejal D. Sheth	Sales Assistant	900000	Permanent	01.04.2016	42	N.A	B.Com	NO
3	Sweta Sheth	Sales Assistant	900000	Permanent	01.04.2016		N.A	B.Com	NO
4	Vilas Tari	Marketing Manager	816000	Permanent	04.05.2015	57	United India Lighting Systems Ltd	B.Com	NO
5	Rajeshkumar Pathak	DGM of Quality & R & D	768000	Permanent	01.04.2014	52	Halolix Ltd	B.E (Mechanical)	NO
6	Rajesh Chhaperwal	Quality Manager	634800	Permanent	02.02.2011	46	Arya Filaments Pvt Ltd	B.Com	NO
7	Gulabchand Birla	Production Manager	613200	Permanent	07.05.2010	46	Design Auto Sytems Ltd	10 th Pass	NO
8	Dyaneshwar Bhambere	Production Manager	600000	Permanent	10.07.2010	47	N.A	10 th Pass	NO

9	Rupali A. Lute	Sales Assistant	600000	Permanent	01.09.2017	28	N.A	B.Com	NO
10	Vaishali Raikundaliya	Sales Assistant	540000	Permanent	01.10.2017	32	N.A	12th Pass	NO

For and on behalf of the Board of Directors

Uravi T and Wedge Lamps Private Limited

Sd/-

Mr. Niraj Damji Gada

Managing Director

DIN: 00515932

Address: 1505/1605, Shobha Suman, M.M. Malaviya Road, Opp. Telephone Exchange, Mulund – West, Mumbai- 400080

Sd/-

Mr. Kaushik Damji Gada

Director

DIN: 00515876

Address: B - 705, Kalinga, Nirmal Nagar, Goregaon - Link Road, Mulund - West, Mumbai 400080

Date: August 26, 2019

Place: Mumbai

FORM NO. MR.3
SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To
The Members,
Uravi T and Wedge Lamps Limited,
Shop No. 329 Avior, Nirmal Galaxy,
L.B.S. Marg, Mulund (West),
Mumbai - 400080

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Uravi T and Wedge Lamps Limited** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 (hereinafter called the '**Audit Period**') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**).
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 notified on 11th September, 2018 **(Not applicable to the Company during the Audit Period)**.

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Audit Period)**.

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)**.

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not applicable to the Company during the Audit Period)**.

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**, and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018 **(Not applicable to the Company during the Audit Period)**.

(vi) As identified, no law is specifically applicable to the company.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The composition of the Board of Directors during the period under review was in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For MMJC & Associates LLP
Company Secretaries**

**Saurabh Agarwal
Designated Partner
FCS No. 9290
CP No. 20907**

Place: Mumbai

Date: 31st August, 2019

**This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.*

To
The Members,
Uravi T and Wedge Lamps Limited,
Shop No. 329 Avior, Nirmal Galaxy,
L.B.S. Marg, Mulund (West),
Mumbai - 400080

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For MMJC & Associates LLP
Company Secretaries

Saurabh Agarwal
Designated Partner
FCS No. 9290
CP No. 20907

Place: Mumbai
Date: 31st August, 2019

INDEPENDENT AUDITORS' REPORT

To the Members of **Uravi T and Wedge Lamps Limited (Formerly known as Uravi T and Wedge Lamps Private Limited)**,

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Uravi T and Wedge Lamps Limited (Formerly known as Uravi T and Wedge Lamps Private Limited)**“the Company”), which comprise the Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management’s Responsibility for the Financial Statements

The Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019, and its profit and its cash flows for the year ended on that date.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit Matter :

<u>Revenue recognition from customers:</u>	<u>How our audit addressed the key audit matter:</u>
<p>Revenue recognition in terms of appropriate accounting period and completeness of revenue in respect of possessions given to customers. The Company recognized revenue primarily from the sale of goods. Revenue recognition is a significant audit risk within the Company. There is a risk that Revenue may be mis-stated on account of recognition in wrong accounting period and completeness of the revenue</p>	<p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ol style="list-style-type: none">1. Assessed the consistency of the accounting principles applied by the Company to measure its revenue from sales of goods with the applicable regulatory financial reporting framework.2. Evaluated the design, implementation and operational effectiveness of the relevant controls implemented by the Company to ensure recognition of revenue in appropriate period and completeness of the revenue recognition in the books of accounts. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.3. Tested completeness of total number of product sold and total amount of revenue recognised by reconciling the delivery challan with the books of accounts.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor report) Order, 2016 ("The Order") Issued by the Central Government of India in terms of Section 143(11) of the Act, we give the "Annexure – A" statement on the matter specified in paragraph 3 & 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to other matters to be included in the Auditor's Report and to the best of our information and according to the explanations given to us:
- i. The company does not have any pending litigations, which would impact its financial position.
 - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

Place: Mumbai
Date :- 28/05/2019

For P V Dalal & CO
Chartered Accountants
FRN: 102049W

Sd/-
PARESH V. DALAL
(PROPRIETOR)
Membership No.033355

URAVI T AND WEDGE LAMPS LIMITED
Annexure “A” Auditors’ Report

Annexure referred to in Paragraph 1 under the heading of “Report on Other Legal and Regulatory Requirements” of the Independent Auditor’s Report on the Accounts of Uravi T and Wedge Lamps Limited (Formerly known as Uravi T and Wedge Lamps Private Limited)(‘the company’) for the year ended 31st March, 2019.

I) In respect of Fixed Assets:

- (a) The company has maintained the fixed assets register showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, all the fixed assets have been physically verified by the management during the year at reasonable intervals, which in our opinion, is reasonable having regard to the size of the company and the nature of assets. No material discrepancies were noticed on such physical verification.
- (c) The title deed of immovable properties is held in the name of the company.

II) In respect of Inventories:

As explained to us, the inventory has been physically verified by the management at regular intervals during the year.

In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of inventory, the Company has maintained proper records of inventory and there were no material discrepancies noticed on physical verification of inventory as compared to the book records.

III) In respect of loans, secured or unsecured, the company has granted to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Total outstanding loan as on 31st March, 2019 is ₹ 151.19/- Lakhs and maximum balance during the financial year 2018-19 is ₹ 221.19/- Lakhs. The company has granted loans which is payable on demand and carries interest rate over and above G-sec rate.

IV) According to the information and explanations given to us, the company has complied with the provisions of section 185 & 186 of the Act in respect of loans, investments, guarantees and securities.

V) The company has not accepted deposits, therefore the clause (v) is not applicable.

VI) We have broadly reviewed the cost records maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub section (1) of section 148 of the Companies Act, and are of the opinion that prima facie, the prescribed cost records have been made and maintained as per the documentary evidence provided by the management. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.

VII) In respect of statutory dues:

- (a) According to the information & explanation given to us, the company was generally regular in depositing

dues in respect of Employees Provident Fund, Employees State Insurance Fund, Income Tax and other statutory dues with the appropriate authority during the year.

- (b) According to records examined by us and the information and explanation given to us, and on the basis of our examination of records of the company details of amounts due to in respect of income tax, sales tax, excise duty, Employees Provident Fund, Employees State Insurance Fund and other statutory dues which have not been deposited as on 31st March, 2019 are given below.

Name of the statute	Nature of the dues	Forum where dispute is pending	Order date	Amount (₹ in crore)
Central Excise Act	Excess Cenvat Credit	The Custom, Central Excise and Service Tax Appellate Tribunal West Zone Bench, Mumbai	24/03/2017	1.13
Service Tax Department	Rejection of service tax VCS3 of vcs scheme 2003	Assistant Commissioner CGST & Central Excise. Appeal is filed before Commissioner CGST & Central Excise (Appeals)	10/12/2018	0.02

- VIII) Based on our audit procedures and on the basis of information and explanations given by the management the company has not defaulted in the repayment of dues to bank, financial institution and Debentures holders during the year.
- IX) The company has not raised money by the way of initial public offer or further public offer. Therefore, the provisions of Clause 3(ix) of the said order are not applicable.
- X) In our opinion and according to the information and explanations given to us no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.
- XI) In our opinion and according to the information and explanations given managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 with Schedule V to the Companies Act, 2013.
- XII) In our opinion the company is not a Chit Fund, Nidhi or Mutual Benefit activity and therefore the provisions of Clause 3(xii) of the said order are not applicable.
- XIII) In our opinion according to the information and explanations, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and details are disclosed in the Financial statement as per Accounting Standard 18.
- XIV) The company has not made any preferential allotment to parties and companies covered under register maintained under section 42 of the Companies Act, 2013, during the year, therefore the provisions of Clause 3(xiv) of the said order are not applicable.
- XV) In our opinion according to the information and explanations, company has not entered into any non-cash transaction with directors or persons connected with him as per provision of section 192 of Companies Act, 2013.

XVI) According to the information and explanations given to us, company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Mumbai
Date :- 28/05/2019

For P V Dalal & CO
Chartered Accountants
FRN: 102049W

Sd/-
PARESH V. DALAL
(PROPRIETOR)
Membership No.033355

URAVI T AND WEDGE LAMPS LIMITED

Annexure “B” Auditors’ Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).

We have audited the internal financial controls over financial reporting of **Uravi T and Wedge Lamps Limited (Formerly known as Uravi T and Wedge Lamps Private Limited)** (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial

reporting includes those policies and procedures that

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Mumbai

Date :- 28/05/2019

For P V Dalal & CO

Chartered Accountants

FRN: 102049W

Sd/-

PARESH V. DALAL

(PROPRIETOR)

Membership No.033355

URAVI T & WEDGE LAMPS LTD.
(Formerly known as Uravi T & Wedge Lamps Private Limited)

CIN : U31500MH2004PLC145760
BALANCE SHEET AS AT 31ST MARCH 2019

(Figures in Rs.)

Particulars	Note No.	As at 31-03-2019	As at 31-03-2018
I. EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	2	5,50,00,000	5,50,00,000
(b) Reserves and surplus	3	15,71,33,692	12,84,01,855
2. Non - Current liabilities			
(a) Deferred Tax Liabilities	4	1,35,43,988	1,25,51,092
(b) Long-term borrowings	5	2,52,81,759	-
3. Current Liabilities			
(a) Short-term borrowings	6	13,75,74,372	13,57,25,921
(b) Trade payables	7	2,47,23,368	2,49,87,974
(c) Other current liabilities	8	68,97,332	56,93,460
(d) Short-term provisions	9	19,01,428	21,06,290
TOTAL		42,20,55,939	36,44,66,592
II. ASSETS			
1. Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	16,63,31,807	13,47,34,004
(ii) Intangible assets		-	-
(iii) Capital Work-in-progress		-	-
(b) Non-current investments	11	6,32,982	6,32,982
(c) Deferred tax assets		-	-
(d) Long-term loans and advances	12	29,48,159	28,60,788
(e) Other non-current assets		-	-
2. Current assets			
(a) Inventories	13	9,23,62,844	6,53,55,203
(b) Trade receivables	14	10,47,46,223	9,37,30,886
(c) Cash and Cash equivalents	15	2,77,84,595	5,82,09,833
(d) Short-term loans and advances	16	2,22,36,472	65,21,743
(e) Other current assets	17	50,12,857	24,21,152
TOTAL		42,20,55,939	36,44,66,592
Notes 1 - 24 form an integral part of financial statements			

As per our Report of even date
For P. V. DALAL & Co.
CHARTERED ACCOUNTANTS
FRN : 102049W

For and on behalf of the Board of Directors of
URAVI T & WEDGE LAMPS LTD.
CIN: U31500MH2004PLC145760

Paresh V. Dalal
(Proprietor)
Membership No.033355

Shri Niraj Gada
(Chairman, MD & CFO)
DIN: 00515932

Shri Kaushik Gada
(WTD & CEO)
DIN: 00515876

Mrs. Aditi Kamalakar
(Company Secretary)

Place : Mumbai
Date : May 28, 2019

Place : Mumbai
Date : May 28, 2019

URAVI T & WEDGE LAMPS LTD.
(Formerly known as Uravi T & Wedge Lamps Private Limited)

**STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31ST MARCH, 2019**

(Figures in Rs.)

Particulars	Note No.	For the year 2018-19	For the year 2017-2018
I. Revenue from operations	18	35,21,74,554	33,97,91,336
II. Other Income	19	26,92,200	12,66,732
III. Total Revenue (I + II)		35,48,66,754	34,10,58,068
IV. <u>Expenses:</u>			
Cost of materials consumed	20	17,89,08,669	15,24,89,415
Purchases of Stock-in-Trade		-	-
Changes in inventories of FG, WIP and Stock in trade	21	(3,16,15,618)	(27,13,483)
Employee benefits Expenses	22	8,40,14,347	7,59,55,853
Finance Costs	23	1,46,50,551	1,42,69,165
Depreciation and Amortization expense	10	1,64,87,583	1,46,44,501
Other Expenses	24	5,19,36,926	5,10,43,906
Total Expenses		31,43,82,458	30,56,89,356
V. Profit before tax (VII- VIII)		4,04,84,296	3,53,68,711
VI. Tax expense:		1,17,52,459	78,18,559
VII. Profit (Loss) for the period		2,87,31,837	2,75,50,152
VIII. Earnings per Equity share of Rs.10/- each			
Basic		5.22	5.01
Notes 1 - 24 form an integral part of financial statements			

As per our Report of even date
For P. V. DALAL & Co.
CHARTERED ACCOUNTANTS
FRN : 102049W

For and on behalf of the Board of Directors of
URAVI T & WEDGE LAMPS LTD.
CIN: U31500MH2004PLC145760

Paresh V. Dalal
(Proprietor)
Membership No.033355

Shri Niraj Gada
(Chairman, MD & CFO)
DIN: 00515932

Shri Kaushik Gada
(WTD & CEO)
DIN: 00515876

Mrs. Aditi Kamalakar
(Company Secretary)

Place : Mumbai
Date : May 28, 2019

Place : Mumbai
Date : May 28, 2019

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2019 . . . Contd.

NOTE NO. 1 : SIGNIFICANT ACCOUNTING POLICIES

A Corporate Information

Uravi T and Wedge Lamps Limited (Formerly known as Uravi T & Wedge Lamps Private Limited) is a Company domiciled in India and incorporated on 19th April, 2004 under the provisions of The Companies Act, 1956. The Company is engaged in manufacturing and distributing Stop and Tail Lamps /Signal Lamps /Indicator Lamps and Wedge Lamps for Two-wheelers, Four-wheelers, Tractors and Industrial applications for various Indian automobile

B Method of Accounting

The financial statements are prepared on going concern basis in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) and comply with in all material respect with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statement are consistent with those of previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Act. Based on the nature of business and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities. The financial statements are presented in Indian Rupees rounded off to the nearest Rupee.

C Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

D Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The Company recognize Sales at fair value of the consideration received net of discounts, rebates, and sales taxes or duty. Sales are inclusive of GST. GST related to sales turnover is presented as a reduction from Gross sales. Other Income is accounted on accrual basis except where receipt of income is uncertain. Interest is recognised on time proportion basis.

E Property, Plant and Equipment

Property Plant and Equipment ('PPE') are stated at cost less accumulated depreciation. Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Subsequent expenditures related to an item of PPE assets are added to its book value only if they increase the future benefits from the existing assets beyond its previously assessed standard of performance.

F Depreciation

Depreciation on tangible fixed assets is provided on straight line method based on the useful lives specified in Schedule II of the Companies Act, 2013.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2019 . . . Contd.

G Foreign Currency Transactions

All monetary items denominated in foreign currency are converted into reporting currency (Indian rupees) at the year-end exchange rate. The exchange differences arising on such conversion and on settlement of the transactions are recognised in the statement of profit and loss. Non-monetary items in terms of historical cost denominated in a foreign currency are reported using the exchange rate prevailing on the date of the transaction.

H Accounting For Tax

- i Provision for Income Tax comprises of Current Tax i.e. tax on taxable income computed as per Income Tax Law
- ii Provision for deferred taxation is made using the liability method at the current taxation on all timing differences to the extent that is probable that a liability or assets will crystallise as at the balance sheet date, unless there is evidence to the contrary, deferred tax assets pertaining to business loss are only recognised to the extent that there are deferred tax liabilities off setting them.

I Inventories

Raw materials, packing material, have been valued at cost and finished goods have been valued at lower of the cost or net realisable value. Value of Work in progress is comprised of full amount of raw materials required for a product plus the proportionate additional processing cost incurred as each unit progresses through the various manufacturing Net realizable value is the estimated selling price in ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

J Investments

Investments are classified as Non-Current and Current Investments. Non-Current Investments are stated at its cost. Investments, which are readily realizable and intended to be held for more than 1 year from the date on which investments are made, are classified as Non-Current Investments. However, provision is made for any diminution in the value of the Non-Current Investments, if such decline is other than temporary.

K Employee Benefits

Defined Contribution plans and Short-term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

Post-employment and other long-term benefits are recognised as an expense in the statement of profit and loss at the present value of the amounts payable determined using actuarial valuation techniques in the year in which the employee renders services. Actuarial gains and losses are charged to the statement of profit and loss.

Payments to defined contribution retirement benefit schemes are expensed when due.

L Borrowing Cost

Borrowing cost consists of interest and other costs incurred in connection with the borrowing of funds. There is no Borrowing cost attributable to the acquisition of qualifying fixed assets is incurred during the year. All other borrowing cost are charged to profit and loss account.

M Cash Flow Statement

The Cash flow statement is prepared under the “indirect method” set out in Accounting Standard - 3 notified under Section 133 of the Companies Act, 2013 (‘Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014, on “Cash Flow Statements” and presents the cash flows by operating, investing and financing activities of the Company.

Cash and cash equivalents presented in the Cash Flow Statement consist of cash on hand, and balance in current accounts with the bank.

URAVI T & WEDGE LAMPS LTD.
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NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2019 . . . Contd.

N Provisions, Contingent Liabilities & Contingent Assets

A provision is recognised when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources embodying economic benefits. Where no reliable estimate can be made, a disclosure is made as Contingent Liability. A disclosure for contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not; require an out flow of resources. Contingent Assets are neither recognized nor disclosed in the financial statements. When there is a possible or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

NOTE NO.2 SHARE CAPITAL

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
Authorised Capital		
60,00,000 (60,00,000) Equity Shares of Rs.10/- each	<u>6,00,00,000</u>	6,00,00,000
Issued, Subscribed and Paid-up Capital		
55,00,000 (55,00,000) Equity Shares of Rs.10/- each fully paid	5,50,00,000	5,50,00,000
TOTAL	5,50,00,000	5,50,00,000

a) Details of shareholding in excess of 5%

Name of Share Holders	As at 31-03-2019		As at 31-03-2018	
	No. of Shares	%	No. of Shares	%
Niraj Damji Gada	927690	16.87%	927690	16.87%
Damji Manek Gada	360010	6.55%	360010	6.55%
Vinay Prakash Agarwal	825000	15.00%	825000	15.00%
Brijesh Agarwal	424990	7.73%	424990	7.73%
Rakeshkumar Agarwal	425000	7.73%	425000	7.73%
Overskud Multi Asset Management Private Limited	277200	5.04%	-	-
TOTAL	3239890	58.92%	2962690	53.88%

b) The Company has not issued any bonus shares or not issued any shares for consideration other than cash or made buy back during the last five years.

c) Reconciliation of the number of Equity Shares outstanding.

Particulars	As at 31-03-2019	As at 31-03-2018
	Numbers of Shares	Numbers of Shares
Number of Shares at the beginning of the Year	55,00,000	50,00,000
Add : Shares Issued	-	5,00,000
Number of Shares at the end of the year	<u>55,00,000</u>	<u>55,00,000</u>

URAVI T & WEDGE LAMPS LTD.
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NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2019 . . . Contd.

The Company has only one class of shares issued and paid-up capital referred to as equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one voting per share. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend. In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion of their shareholding.

NOTE NO.3 RESERVES AND SURPLUS

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
Profit & Loss Account		
Balance as per last Balance Sheet	8,34,18,899	5,58,68,746
Less: Retained Earnings Effect	-	-
Add : Transfer from P& L A/c.	2,87,31,837	2,75,50,152
	11,21,50,736	8,34,18,899
Share Premium Account		
Balance as per last Balance Sheet	4,30,84,800	-
Share Premium Received	-	4,50,00,000
Less: Share Issue Expenses	-	19,15,200
	4,30,84,800	4,30,84,800
Capital Reserve		
Balance as per last Balance Sheet	18,98,156	18,98,156
	18,98,156	18,98,156
TOTAL	15,71,33,692	12,84,01,855

NOTE NO.4 DEFERRED TAX LIABILITIES

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
Deferred Tax Liabilities due to :		
Difference in Depreciation on fixed assets	1,35,43,988	1,25,51,092
TOTAL	1,35,43,988	1,25,51,092

NOTE NO.5 LONG-TERM BORROWINGS

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
Secured Loans	1,46,82,536	-
Unsecured Loans	1,05,99,223	-
TOTAL	2,52,81,759	-

Note: Secured Long-term Borrowings is secured against Hypothecation of Plant & Machinery and Vehicles and personal guarantees of directors.

URAVI T & WEDGE LAMPS LTD.
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NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2019 . . . Contd.

Note No. 5A MATURITY PROFILE

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
Within 1 Year	37,45,516	10,49,797
1-2 Years	64,18,060	-
2-3 Years	91,79,910	-
Beyond 3 Years	96,83,789	-
TOTAL	2,90,27,274	10,49,797

NOTE NO.6 SHORT-TERM BORROWINGS

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
Borrowings From Bank	9,62,66,807	9,17,84,952
Loans from Directors	4,13,07,566	4,39,40,970
TOTAL	13,75,74,372	13,57,25,921

Note: Secured Short-term Borrowings is secured against Hypothecation of Debtors & Stock and personal guarantees of directors.

NOTE NO.7 TRADE PAYABLES

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
Trade Payable For Goods	1,16,04,345	1,20,38,088
Trade Payable For Expenses	1,31,19,023	1,29,49,886
(a) Micro and small enterprises (Refer Note 31)	-	-
TOTAL	2,47,23,368	2,49,87,974

NOTE NO.8 OTHER CURRENT LIABILITIES

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
(a) Current Maturities to Long Term Debt	37,45,516	10,49,797
(b) Due To Government Authorities	31,50,484	46,43,663
(c) Others	1,332	-
TOTAL	68,97,332	56,93,460

URAVI T & WEDGE LAMPS LTD.
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NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2019 . . . Contd.

NOTE NO.9 SHORT-TERM PROVISIONS

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
LIC Gratuity Payable	16,47,733	5,86,181
Income Tax (Net of Taxes Paid Rs.22497159/- (PY Rs.13777053/-))	2,53,695	15,20,109
TOTAL	19,01,428	21,06,290

NOTE NO.11 NON-CURRENT INVESTMENTS

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
Un quoted Fully Paid Equity Shares 2500 shares of Saraswat Co-op Bank Ltd.	25,000	25,000
Other Investements Gold Coins	6,07,982	6,07,982
TOTAL	6,32,982	6,32,982

NOTE NO.12 LONG-TERM LOANS AND ADVANCES

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
Security Deposits	29,48,159	28,60,788
TOTAL	29,48,159	28,60,788

NOTE NO.13 INVENTORIES

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
Raw Materials	1,98,76,532	2,44,84,508
Semi Finished & Stock in Trade	5,52,24,366	3,41,36,409
Finished Goods	1,72,61,946	67,34,286
TOTAL	9,23,62,844	6,53,55,203

NOTE NO.14 TRADE RECEIVABLES

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
<u>Un-Secured Considered Good</u> Debts Due for over Six Months	1,31,86,547	16,76,405
Others	9,15,59,676	9,20,54,481
TOTAL	10,47,46,223	9,37,30,886

URAVI T & WEDGE LAMPS LTD.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2019 . . . Contd.**NOTE NO.15 CASH AND CASH EQUIVALENTS**

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
(A) Cash on Hand	3,61,444	5,82,284
(B) Balance with Bank		
In Current Account	17,36,337	5,45,77,269
Fixed Deposits with Bank held as Margin Money	2,56,86,813	15,50,280
Recurring Deposits with Bank	-	15,00,000
TOTAL	2,77,84,595	5,82,09,833

NOTE NO.16 SHORT-TERM LOANS AND ADVANCES

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
<u>Advances (Unsecured, considered good)</u>		
Advance to Staff	7,03,019	6,47,300
Other Advances	1,51,74,029	39,060
Advance to Creditors	63,59,424	58,35,383
TOTAL	2,22,36,472	65,21,743

NOTE NO.17 OTHER CURRENT ASSETS

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
Accrued Interest	10,44,542	4,79,699
Balance With Revenue Authorities	16,64,163	5,328
Others	23,04,153	19,36,126
TOTAL	50,12,857	24,21,152

URAVI T & WEDGE LAMPS LTD.
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NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2019 Contd.

NOTE NO.18 REVENUE FROM OPERATIONS

(Figures in Rs.)

Particulars	For the year 2018-19	For the year 2017-2018
A SALE OF PRODUCTS		
Gross Sales	43,29,35,560	41,46,78,334
Less:Sales Tax Collection	-	49,17,040
Less:Sales Return[Net]	30,87,737	18,75,985
Less: Rebate & Discount	8,95,849	28,19,736
Less: TCS on Scrap	-	-
Less: GST	7,90,96,158	5,58,88,498
	34,98,55,816	34,91,77,074
B OTHER OPERATING REVENUES	23,18,738	11,33,057
C LESS: EXCISE DUTY	-	1,05,18,795
TOTAL [A+B-C-D]	35,21,74,554	33,97,91,336

NOTE NO.19 OTHER INCOME

(Figures in Rs.)

Particulars	For the year 2018-19	For the year 2017-2018
Dividend from Non- Current Investments	4,375	7,500
Interest Received	25,99,893	1,98,237
Misc Income	44,340	200
Sundry Creditors written back	43,591	-
Foreign Exchange Gain	-	10,60,795
TOTAL	26,92,200	12,66,732

NOTE NO.20 COST OF MATERIALS CONSUMED

(Figures in Rs.)

Particulars	For the year 2018-19	For the year 2017-2018
Opening Stock of Raw Material & Pkg Material(A)	2,44,84,508	1,77,55,342
Add: Purchases (B)		
Gross Purchases	18,49,07,715	16,57,43,254
Less : Tax Input Credit	2,47,60,034	1,88,23,647
Add : Custom Duty	64,39,320	62,71,607
Add : Clearing & Forwarding	53,23,691	42,93,908
Add : Commission	23,90,000	17,33,459
	17,43,00,693	15,92,18,580
Less:Closing Stock of Raw Material & Pkg Material(C)	1,98,76,532	2,44,84,508
TOTAL (A)+(B)-(C)	17,89,08,669	15,24,89,415

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NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2019 . . . Contd.

NOTE NO.21 CHANGES IN INVENTORIES OF FG, WIP AND STOCK IN TRADE

(Figures in Rs.)

Particulars	For the year 2018-19	For the year 2017-2018
<u>CHANGE IN INVENTORY OF WIP & STOCK IN TRADE GOODS</u>		
Opening Stock of WIP & Stock in Trade	3,41,36,409	2,96,69,912
Less:Closing Stock of WIP & Stock in Trade	5,52,24,366	3,41,36,409
<u>CHANGE IN INVENTORY OF FINISHED GOODS</u>		
Opening Stock of Finished Goods	67,34,286	84,87,299
Less:Closing Stock of Finished Goods	1,72,61,946	67,34,286
TOTAL	(3,16,15,618)	(27,13,483)

NOTE NO.22 EMPLOYEE BENEFITS EXPENSES

(Figures in Rs.)

Particulars	For the year 2018-19	For the year 2017-2018
Salary & Wages	7,26,41,912	6,58,84,122
Staff Welfare	41,909	63,704
Contribution to Provident and Other Funds	39,59,046	26,36,547
Directors Remuneration	73,71,480	73,71,480
TOTAL	8,40,14,347	7,59,55,853

NOTE NO.23 FINANCE COSTS

(Figures in Rs.)

Particulars	For the year 2018-19	For the year 2017-2018
Interest on Secured Borrowings	87,60,193	76,11,072
Interest on Unsecured Loan	54,59,611	66,58,093
Foreign Exchange Loss	32,047	-
Loan Processing Fees	3,98,700	-
TOTAL	1,46,50,551	1,42,69,165

URAVI T & WEDGE LAMPS LTD.
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NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2019 . . . Contd.

NOTE NO.24 OTHER EXPENSES

(Figures in Rs.)

Particulars	For the year 2018-19	For the year 2017-2018
<u>A. MANUFACTURING EXPENSES</u>		
Electricity Charges	1,30,53,636	1,18,81,222
Diesel For Generator	14,16,294	13,68,683
Freight	13,43,439	17,45,500
Rent Paid	19,95,750	17,44,200
Factory Sundry Expenses	10,07,260	10,28,897
Machinery Repairs & Maintenance	5,95,018	9,64,083
Technical Consultancy Charges	9,83,600	13,01,600
Other Manufacturing Expenses	3,59,891	6,04,682
	2,07,54,888	2,06,38,866
<u>B. ADMIN, SELLING & DISTRIBUTION EXPENSES</u>		
Advance Written Off	-	59,215
AGM Expenses	57,611	-
Bank Charges	7,18,376	15,09,611
Bad Debts	11,572	11,52,631
Business Promotion	6,65,364	1,08,411
Consultancy Charges	58,69,250	38,27,704
Conveyance	11,67,884	8,31,441
Donation	4,29,661	15,88,750
Festival Expense	4,41,185	12,57,479
Tea & Refreshment Expenses	12,31,932	11,09,647
Travelling Expenses	24,44,306	18,50,705
Vehicle Hiring Charges	35,91,047	35,29,147
Other Admin, Selling & Distribution Expenses	70,42,865	59,87,555
	2,36,71,054	2,28,12,295
<u>C. STATUTORY DUES</u>		
Depository Expenses	12,925	-
Property Tax	93,675	92,541
Custom Duty Paid	3,668	-
Excise Paid	75,002	3,94,426
Service Tax Paid	14,583	99,001
Sales Tax Paid	22,243	14,52,065
GST	-	1,28,505
Profession Tax	2,500	2,500
Penalty on PT/ MVAT Assessment	-	10,589
Penalty on Excise	3,197	83,873
Penalty on Custom	10,086	31,283
	2,37,879	22,94,783

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NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2019 Contd.

(Figures in Rs.)

Particulars	For the year	For the year
	2018-19	2017-2018
<u>D. OTHER EXPENSES</u>		
Insurance	4,97,316	5,51,402
Keyman Insurance	15,12,931	6,96,880
Professional Fees	16,14,829	16,94,238
Repairs & Maintenance	24,34,085	10,83,288
SEBI Fees	83,326	-
Directors Fees	26,500	-
Office Rent	7,66,934	3,67,636
Godown Rent (Pune)	42,000	-
<u>Audit Fees</u>		
Statutory Audit	1,20,000	1,20,000
Interest on Late Payment of Govt. Dues	1,75,183	7,84,518
	72,73,105	52,97,961
TOTAL (A+B+C+D)	5,19,36,926	5,10,43,906

NOTE NO. 25 : CONTINGENT LIABILITIES NOT PROVIDED FOR

The Company has received Demand Notice from Excise Department amounting to Rs. 1.13 cr. The company has filed appeal before The Customs, Central Excise And Service Tax Appellate Tribunal, West Zonal Bench, Mumbai. The company believes that it has strong legal position against the above disputed claims.

The Company has also received Notice from Service Tax Department (CGST & Central Tax) amounting to Rs. 0.02 cr. The Company has filed appeal before Commissioner Appeal Mumbai. The Company believes that it has a strong legal position against the above disputed claims.

(Figures in Rs.)

Particulars	As at	As at
	31-03-2019	31-03-2018
Bank Guarantee	1,00,000	1,00,000
Buyers Credit	-	2,04,24,544

NOTE NO. 26 : EARNING PER SHARE (EPS) OF RS.10 EACH

(Figures in Rs.)

Particulars	For the year	For the year
	2018-19	2017-2018
Basic EPS (Rs.)		
Profit/(Loss) after Tax	2,87,31,837	2,75,50,152
Opening Number of Shares	55,00,000	50,00,000
Closing Number of Shares	55,00,000	55,00,000
Weighted Average Number of Shares for Basic EPS	55,00,000	55,00,000
Basic EPS (Rs.)	5.22	5.01

NOTE NO. 27 : RELATED PARTY TRANSACTIONS UNDER ACCOUNTING STANDARD 18

Director/ Key Managerial Personnel

Niraj Damji Gada
Kaushik Damji Gada
Brijesh Agarwal
Anant A. Agarwal

Relatives of Directors

Dina D. Gada, Damji M. Gada, Rachana N. Gada, Harsha K. Gada, Viney Prakash Agarwal, Damji M. Gada [HUF], Niraj D. Gada [HUF], Kaushik D. Gada [HUF]

Other Related Party Where the Directors and their relatives have Significant Influence

Viney Corporation Limited, Shah Devchand & Co

(Figures in Rs.)

Nature of Transaction	As at 31-03-2019	As at 31-03-2018
a) With KMP		
Directors Remuneration	73,71,480	73,71,480
Interest on loan	41,95,450	61,10,146
Loan Received	1,22,55,000	1,69,28,035
Repayment of loan	1,89,63,000	2,64,11,997
	4,27,84,930	5,68,21,658
b) With Relatives of KMP		
Interest on loan Repayment of loan	-	3,28,232
c) ther Related Party Where the Directors and their relatives have Significant Influence	-	88,25,569
Purchases	20,82,127	18,41,762
Sales	5,68,17,710	6,89,22,893

Closing Balance

(Figures in Rs.)

Nature of Transaction	As at 31-03-2019	As at 31-03-2018
a) KMP		
Loans Taken	4,13,07,566	4,39,40,971
b) Relatives of KMP		
Creditors for Goods	15,63,354	15,05,443
Debtors for Goods	1,41,78,222	1,64,42,163

Notes : (i) No amount in respect of related parties have been written off/ back during the year.

(ii) Related Party relationship as identified by the management is relied upon by auditors.

NOTE NO. 29 : FOREIGN EXCHANGE EARNINGS & EXPENDITURE (AMOUNT IN RS.)

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
Earnings in Foreign Exchange	-	-
<u>Expenditure in Foreign Exchange</u>		
Raw Material Purchased	11,27,51,182	8,85,87,986
Import of Machinery	2,61,36,072	47,23,920
Expenses	1,43,274	1,59,947

NOTE NO. 30 : DEFINED BENEFIT PLAN

The Company has funded its gratuity obligation under Group Gratuity Policy managed by LIC.

(Figures in Rs.)

Particulars	As at 31-03-2019	As at 31-03-2018
<u>a) Assumption</u>		
Discount Rate	7.50%	8.00%
Salary Escalation	5.00%	5.00%
<u>b) Table Showing Changes in Present Value of Obligations</u>		
Present value of obligations as at beginning of the year	26,73,571	20,74,764
Interest Cost	2,13,886	1,65,981
Current Service Cost	4,21,613	3,52,015
Benefits paid	(2,36,688)	(1,72,153)
Actuarial (gain)/ loss on obligations	12,48,191	2,52,964
Present value of obligations as at end of the year	43,20,573	26,73,571
<u>c) Table Showing Changes in the fair Value of plan assets</u>		
Fair Value of plan assets at beginning of year	23,76,579	20,89,071
Expected return on plan assets	2,35,957	1,84,779
Contributions	6,98,628	2,74,882
Benefits Paid	(2,36,688)	(1,72,153)
Actuarial gain / (loss) on plan assets	-	-
Fair Value of plan assets at the end of year	30,74,475	23,76,579
<u>d) Table showing fair value of plan assets</u>		
Fair Value of plan assets at beginning of year	23,76,579	20,89,071
Actual return on plan assets	2,35,957	1,84,779
Contributions	6,98,628	2,74,882
Benefits Paid	(2,36,688)	(1,72,153)
Fair Value of plan assets at the end of year	30,74,475	23,76,579
Funded Status	(12,46,097)	(2,96,992)
Excess of Actual over estimated return on plan assets	-	-
<u>e) Actuarial Gain / Loss recognized</u>		
Actuarial (gain) / loss on Obligations	(12,48,191)	(2,52,964)
Actuarial (gain) / loss for the year - Plan Assets	-	-
Actuarial (gain) / loss for the year	12,48,191	2,52,964
Actuarial (gain) / loss recognized in the year	12,48,191	2,52,964
<u>f) The amounts to be recognised in the Balance Sheet and of Profit & Loss</u>		
Present value of obligations as at end of the year	43,20,573	26,73,571
Fair value of plan assets as at end of the year	30,74,476	23,76,579
Funded status	(12,46,097)	(2,96,992)
Net Assets (liability) recognized in Balance Sheet	(12,46,097)	(2,96,992)
<u>g) Expenses recognized in Statement of Profit & Loss</u>		
Current service cost	4,21,613	3,52,015
Interest cost	2,13,886	1,65,981
Expected return on plan assets	(2,35,957)	(1,84,779)
Net actuarial (gain)/ loss recognized in the year	12,48,191	2,52,964
Expenses recognized in statement of Profit and Loss	16,47,732	5,86,181

NOTE NO. 31

As required by Micro, Small and Medium Enterprises Development Act, 2006 regarding disclosure of unpaid amount towards goods purchased or services received, from Micro, Small and Medium enterprises, we would like to note that the Company is unable to seek the information from its suppliers of goods or services and even it is difficult to identify such parties, hence the details of such parties is not provided in this financial statements. The same has been relied upon by the auditors.

NOTE NO. 32 LEASES

i. Significant leasing arrangements:

The Company's significant leasing arrangements are in respect of stores, office premises and godowns taken on lease. Under these arrangements, refundable interest-free deposits have been given. Future lease rental payments are determined on the basis of monthly lease payments as per the agreements.

ii. Lease Rentals recognised in Statement of Profit and Loss for the year and included under Other Expenses in Note 24 aggregates to Rs.19.96 Lacs (Previous Year - Rs. 17.44 Lacs)

NOTE NO. 33

In the opinion of the Board, the current assets, loans and advances are realisable in the regular course of business at least at values stated in the Balance Sheet. The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary. All Receivables and Payables are certified by management and are subject to confirmation.

NOTE NO. 34

The particulars of employees as required under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended have not been given as no employee is falling within its purview.

NOTE NO. 35 CHANGE IN NAME OF COMPANY

The Company has changed its name from Uravi T & Wedge Lamps Private Limited to Uravi T & Wedge Lamps Limited vide revised certificate of incorporation dated 16/01/2018.

NOTE NO. 36

Previous year figures are regrouped/ rearranged wherever necessary to confirm to this year's classification.

For P. V. DALAL & Co.
CHARTERED ACCOUNTANTS
FRN : 102049W

For and on behalf of the Board of Directors of
URAVI T & WEDGE LAMPS LTD.
CIN: U31500MH2004PLC145760

Paresh V. Dalal
(Proprietor)
Membership No.033355

Shri Niraj Gada
(Chairman, MD & CFO)
DIN: 00515932

Shri Kaushik Gada
(WTD & CEO)
DIN: 00515876

Mrs. Aditi Kamalakar
(Company Secretary)

Place : Mumbai
Date :

URAVI T & WEDGE LAMPS LIMITED
(Formerly known as Uravi T & Wedge Lamps Private Limited)
Statutory Audit for the period ended 31 March 2019
NOTE NO.10 : - FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01-Apr-18	Additions	Deductions during the year	Total 31-Mar-19	As on 01-Apr-18	For the Year	Deductions during the year	Total 31-Mar-19	31-Mar-19	31-Mar-18
Land	62,33,500	-	-	62,33,500	-	-	-	-	62,33,500	62,33,500
Building	1,72,20,444	27,26,199	-	1,99,46,643	36,97,669	6,28,885	-	43,26,554	1,56,20,089	1,35,22,775
Plant & Machinery	17,02,17,758	2,88,65,944	-	19,90,83,702	6,40,44,403	1,24,66,892	-	7,65,11,295	12,25,72,406	10,61,73,355
Office Equipment	14,23,001	4,67,057	-	18,90,058	10,82,483	1,37,780	-	12,20,264	6,69,794	3,40,518
Electric Installations	27,12,450	4,82,100	-	31,94,550	18,95,585	2,43,905	-	21,39,490	10,55,060	8,16,865
Computer	18,41,034	2,44,824	-	20,85,858	15,51,536	1,93,201	-	17,44,737	3,41,121	2,89,498
Furniture & Fixture	54,73,638	10,59,398	-	65,33,035	33,06,279	5,99,996	-	39,06,276	26,26,760	21,67,358
Vehicles	1,21,56,454	1,42,39,864	-	2,63,96,318	69,66,319	22,16,922	-	91,83,241	1,72,13,077	51,90,135
TOTAL	21,72,78,279	4,80,85,386	-	26,53,63,665	8,25,44,275	1,64,87,583	-	9,90,31,858	16,63,31,807	13,47,34,004
PREVIOUS YEAR	21,05,56,214	67,22,064	-	21,72,78,279	6,78,99,775	1,46,44,501	-	8,25,44,275	13,47,34,004	14,26,56,440

NOTE NO. 28 : DETAILS OF LOANS GIVEN COVERED U/S 186 (4) OF THE COMPANIES ACT, 2013 IS AS UNDER :

a) Detail of loan given are as under :

Name of party	Balances as at 31-Mar-19	Maximum O/S during the Financial year 2018-19	Balances as at 31-Mar-18	Maximum O/S during the Financial year 2017-18
CHL Stock Concepts Private Limited	-	70,00,000	-	-
Devkrupa Enterprises	53,96,240	53,96,240	-	-
Matrubhoomi Developers	20,80,483	20,80,483	-	-
Umiya Developers	26,10,250	26,10,250	-	-
G T Associates	30,21,304	30,21,304	-	-
Sterling Electro Enterprises Pvt Ltd	20,11,096	20,11,096	-	-

The above loan is repayable on demand and is given for general purpose and carries interest rate over and above G-sec rate.

There are no investments made and no guarantee given and security provided covered with Section 186 of the Companies Act, 2013 except reporting done in note no. 5 and 6.

URAVI T & WEDGE LAMPS LTD.

(Formerly known as Uravi T & Wedge Lamps Private Limited)

CIN : U31500MH2004PLC145760

Cash Flow Statement for the year ended 31 March 2019

Particulars	Year Ended 31-Mar-19	Year Ended 31-Mar-18
A Cash Flow from Operating Activities		
Net Profit / (Loss)	4,04,84,296	3,53,68,711
Less: Tax Paid	1,20,25,976	83,15,068
Add: Depreciation	1,64,87,583	1,46,44,501
Operating Profit before Working Capital Changes	4,49,45,903	4,16,98,144
Adjustments for:		
(Increase)/ Decrease in trade receivables	(1,10,15,337)	(1,22,65,845)
(Increase)/ Decrease in Inventories	(2,70,07,641)	(94,42,648)
(Increase)/ Decrease in other current assets	(1,77,82,393)	8,07,055
Increase/ (Decrease) in trade payables	(7,88,647)	10,41,592
Increase/ (Decrease) in other current liabilities	(4,30,295)	18,74,858
(Increase)/ Decrease in Long term Advances	(87,371)	(15,80,798)
Net Cash from Operating Activities	(1,21,65,782)	2,21,32,358
B Cash Flow from Investing Activities		
(Increase)/ Decrease in Fixed Assets	(4,80,85,386)	(67,22,064)
(Increase)/ Decrease in Capital WIP	-	-
(Increase)/ Decrease in Long Term Investments	-	-
Net Cash from Investing Activities	(4,80,85,386)	(67,22,064)
C Cash Flow from Financing Activities		
Proceeds from Issue of Share Capital	-	50,00,000
Proceeds from Issue of Shares at Premium	-	4,30,84,800
Proceeds of Long term borrowings taken	2,52,81,759	(10,41,315)
Proceeds of Short term borrowings taken	45,44,170	(77,16,780)
Net Cash from Financing Activities	2,98,25,929	3,93,26,705
Net Increase/ (Decrease) in Cash or Cash Equivalents	(3,04,25,239)	5,47,36,999
Opening Balance of Cash and Cash Equivalents	5,82,09,834	34,72,835
Closing Balance of Cash and Cash Equivalents	2,77,84,596	5,82,09,834

As per our Report of even date

For P. V. DALAL & Co.

CHARTERED ACCOUNTANTS

FRN : 102049W

For and on behalf of the Board of Directors of

URAVI T & WEDGE LAMPS LTD.

CIN: U31500MH2004PLC145760

Paresh V. Dalal

Proprietor

Membership No.033355

Shri Niraj Gada

Chairman, MD & CFO

DIN: 00515932

Shri Kaushik Gada

WTD & CEO

DIN: 00515876

Mrs. Aditi Kamalakar

Company Secretary

Place : Mumbai

Date :

Place : Mumbai

Date :

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U31500MH2004PLC145760
Name of the Company : **URAVI T AND WEDGE LAMPS LIMITED**
Registered address : Shop No. 329 Avior, Nirmal Galaxy, L.B.S Marg Mulund West Mumbai 400080
Email : info@uravilamps.com
Website : www.uravilamps.com
Phone : +91 80877 26000

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No/Client ID	
DP ID	

I/We, being the Member(s) of shares of the above named company, hereby appoint:

1. Name: _____
2. Address: _____
3. Mail ID _____
4. Signature _____ or failing him;

1. (Name): _____
2. Address: _____
3. E-Mail ID _____
4. Signature _____ or failing him;

1. (Name): _____
2. Address: _____
3. E-Mail ID _____
4. Signature _____ or failing him;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Friday, September 27, 2019 At 12:00 Noon and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
Ordinary Business:			
1.	To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon		
2.	To appoint Mr. BrijeshhAgarwal, who retires by rotation as a Director		
3.	To appoint Auditors and to fix their remuneration		
Special Business:			
4.	To re-appaoint and approve remuneration of Mr Niraj Damji Gada		
5.	To of re-appaoint and approve remuneration of Mr. Kaushik Gada		
6.	To Authorize the Board to sell, lease or otherwise dispose undertaking of Company pursuant to Section 180 (1) (a) under Companies Act, 2013		
7.	To authorize the Board to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business		
8.	To approve the limits for the Loans , Investment, guarantees and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013		
9.	To approve the related party transactions with M/s. Viney Corporation Limited		

Signed this _____ day of _____, 2019

Please affix Revenue Stamp of Re. 1

Signature of the Shareholder _____

Signature of Proxy holder(s) _____

Note:

- (1) This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 (forty eight) hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company. A person can act as a proxy on behalf of a member or members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

URAVI T AND WEDGE LAMPS LIMITED

CIN: U31500MH2004PLC145760

Registered office: Shop No. 329 Avior, Nirmal Galaxy, L.B.S Marg Mulund West Mumbai-400080

Attendance Slip

(To be presented at the entrance)

15th ANNUAL GENERAL MEETING

Name of the Shareholder	
Address	
No. of Shares Held	
Registered Folio No.	

I certify that I am an authorized representative for the above named shareholder of the Company. I hereby record my presence at the Annual General Meeting of GEE Limited on Friday, September 27, 2019 12:00 Noon at Amantran Fine Dine, J.N. Road Opp. Mehul Cinema, Mulund (West) Mumbai – 400080

Name of the Member / Proxy (in block letters)

Signature of the Member / Proxy

Notes:

1. Only Members / Proxy holder can attend the Meeting
2. Members/proxies are requested to bring the duly completed Attendance Slip with them, and hand it over at the entrance, affixing their signature on the slip.

Route map and prominent land mark for easy location of venue of the AGM is provided in the Annual Report and the same shall also be available on the Company's website www.uravilamps.com

Route Map of Venue of Meeting

